

1508288

CERTIFICATE OF DISSOLUTION

FILED
in the office of the Secretary of State
of the State of California

APR 19 1999

B
A

Bill Jones
BILL JONES, Secretary of State

The undersigned certify that:

1. They constitute all of the directors now in office of Ceridus Software, Inc., a California corporation.
2. The corporation has been completely wound up.
3. The corporation's known debts and liabilities have been actually paid.
4. The corporation's known assets have been distributed to the persons entitled thereto.
5. A person assumes the tax liability, if any, of the dissolving corporation as security for the issuance of a tax clearance certificate from the Franchise Tax Board and is responsible for additional corporate taxes, if any, that are assessed and that become due after the date of the assumption of tax liability.
6. The election to dissolve was made by the vote of all the outstanding shares.
7. The corporation is dissolved.

They further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of their own knowledge.

Dated: 4/6/99

David Kalish
David Kalish, Director

Amy Leker
Amy Leker, Director